



RECORDATION NO. 21686-G FILED

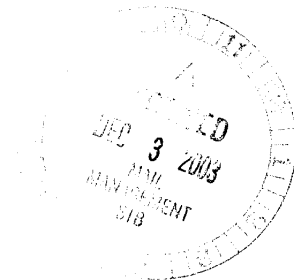
DEC 03 '03

3-13 PM

CORPORATION SERVICE COMPANY SURFACE TRANSPORTATION BOARD

December 2, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 11, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **PCS NITROGEN FERTILIZER, L.P.**
1101 Skokie Blvd, Northbrook, IL. 60062

A short summary of the document to appear in the index follows:


Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **PCS NITROGEN FERTILIZER, L.P.**, covering 50 hopper cars with reporting marks and numbers – CEFX 15000 – CEFX 944452, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #21686 dated 9/30/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11 day of June, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and PCS NITROGEN FERTILIZER, L.P, a Delaware limited partnership, with an address at 1101 Skokie Blvd., Northbrook, IL 60062 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 17, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 30, 1998 and given Recordation Number 21686.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PCS NITROGEN FERTILIZER, L.P.
BY: PCS NITROGEN FERTILIZER
OPERATIONS, INC.
General Partner

By: L.M. Sylvester
Name: L.M. SYLVESTER
Title: Director, Transportation & Distribution

RECORDATION NO. 21686-6 FILED

DEC 03 '03

3-13 PM

SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars		Equipment Description
50		4,750 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	15000
2	CEFX	15003
3	CEFX	15006
4	CEFX	15010
5	CEFX	15014
6	CEFX	15015
7	CEFX	15023
8	CEFX	15027
9	CEFX	15032
10	CEFX	15034
11	CEFX	15043
12	CEFX	15054
13	CEFX	15055
14	CEFX	15062
15	CEFX	15066
16	CEFX	15074
17	CEFX	15079
18	CEFX	15097
19	CEFX	15256
20	CEFX	15296
21	CEFX	15433
22	CEFX	15671
23	CEFX	15728
24	CEFX	15742
25	CEFX	17061
26	CEFX	17078
27	CEFX	17107
28	CEFX	17131
29	CEFX	17153
30	CEFX	17159
31	CEFX	17163
32	CEFX	17189
33	CEFX	17198
34	CEFX	17203
35	CEFX	17383
36	CEFX	17453
37	CEFX	17714
38	CEFX	17754
39	CEFX	151877
40	CEFX	151898
41	CEFX	151910
42	CEFX	151946
43	CEFX	151954
44	CEFX	151977
45	CEFX	152011
46	CEFX	152012
47	CEFX	152300
48	GRPX	944013
49	GRPX	944442
50	GRPX	944452